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SEC 1972 (6-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

OMB APPROVAL
OMB Number: 32350076
Expires: May 31, 2005
Estimated average
burden
hours per response... 1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC US	E ONLY	′
Prefix		Serial
DATE RE	CEIVE	D

Name of Offering ([] check if this	s an amendme	ent and name h	nas changed, an	d indicate change	€.)
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing	[] Amendmer	nt			

PROCESSED

JAN 10 2005 J.

habite different de la vertination des de	A. BASIC IDENTIFICATION DATA
1. Enter the information red	quested about the issuer
Name of Issuer ([] check	if this is an amendment and name has changed, and indicate change.)
	ECO-FUELER CORPORATION
Address of Executive Offic 2473 NW Summer Bend, OR 97701 Telephone Number: 541-350-6731	
Address of Principal Busin 2473 NW Summer Bend, OR 97701 Telephone Number: 541-350-6731	
Brief Description of Busine	·SS
	hydraulic compressor to compress natural gas as a vehicle fuel. To manufacture and ed vehicle built for high mileage per gallon of fuel used, designed specifically for low e occupant.
Type of Business Organiza	and the contract of the contra
[X] corporation [] business trust	[] limited partnership, already formed [] other (please specify): [] limited partnership, to be formed
Actual or Estimated Date of Organization: Jurisdiction of Incorporation	Month Year Incorporation or [November [2004] [X] Actual []] Estimated In or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [][OR]
GENERAL INSTRUCTION	1S

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that [X] Promoter [X] Apply:	Beneficial Owner	[X] Executive . Officer		General and/or Managing Partner
Full Name (Last name first, if individual)	Green, John	s.	X	***************************************

Business or Residence Address (Number and Street, City, State, Zip Code) 321 Wallis Eugene, OR 97202 818-445-2915

Check Box(es) that Apply:	[] Promoter [X] Be	eneficial [X] wner	Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Davis, Jim	an er van ter 20. eeu eeu eeu van de eeu van de eeu eeu van de eeu	articular cursula ar sessa de arces especiales en arcenten cua anticamente estre esta esta entre esta esta en	ant at lateral and an extension of the state in agreement of the state of the state of the state and an extension and the state of the
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2473 NW Summerhi Bend, OR 97701	II Dr				
Check Box(es) that Apply:	[X] Promoter [X] B C	eneficial [X wner] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	Stevens, Wayne	e en la construir de la ciente d	C CORROTOR MULTINE CLOSED), IS SHOULN'S CONTURED AND AN ARCHITECTURE AND A CORROTOR AND A CORROTOR AND A CORROTOR	COCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCC
Business or Resider 2473 NW Summerhi Bend, OR 97701	ce Address (Number II Dr	and Street, City,	State, Zip Code		
Check Box(es) that Apply:	[X] Promoter [] Be	eneficial [X] wner	Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individual) A	nsari, Asaf			044/2014 (2010) (1.0 1
Business or Resider	ce Address (Number	and Street, City,	State, Zip Code)		
2473 NW Summerhi Bend, OR 97701	II Dr			·	
Check Box(es) that Apply:	[X]Promoter[X]E	Beneficial [X Dwner] Executive Officer	[] Director []] General and/or Managing Partner
Full Name (Last nam	ne first, if individual) H	endricks, Jerry	anno de escalabra de la compansión de la c		
Business or Residen 2473 NW Summerhi Bend, OR 97701	ce Address (Number II Dr	and Street, City,	State, Zip Code)	A CHIEF CHAIR AND AN AND A	
Check Box(es) that Apply:	[] Promoter [] Be Ov	neficial [X]	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual)	enview, moneyer med kolom a me mercela mellem kolom environ data (colom cue, cue ana puncus posso) o su	0000000 to 0000000 to 00000000000000000		**************************************
Business or Residen	ce Address (Number	and Street, City,	State, Zip Code)	**************************************	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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1. Has offering			d, or do	es the iss	uer inter	d to sell	l, to non-	-accredit	ed inves	tors in th	nis	Yes []	No [X]
				Answer a	lso in Ap	pendix,	Column	2, if filing	g under	ULOE.			
2. Wha	t is the	minimu	ım inve	stment th	at will be	accept	ed from	any indiv	∕idual?			\$ 25,00	00
3. Does	s the o	ffering p	permit jo	oint owne	rship of a	a single	unit?					Yes [X]	No []
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Busine	ss or F	Residen	ce Addr	ess (Num	ber and	Street,	City, Sta	te, Zip C	ode)				
Name o	of Asso	ociated	Broker	or Dealer		anta-harina anta-harina anta-harina anta-harina anta-harina anta-harina anta-harina anta-harina anta-harina an	······································	E-(***************************************	AND THE CONTRACT OF THE CONTRA		*	e year air agus foi Leonac mar de Ar
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[AL]	[AK]	[AZ]	[AR]	[CA]X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] X	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

•

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Aggregate Offering Price \$_"0" \$_20,000,000	Amount Already Sold \$ \$
\$	\$ "O" \$ "O" \$ "O" \$ "O"
Number Investors "0" "0"	Aggregate Dollar Amount of Purchases \$
Type of Security	Dollar Amount Sold \$ \$
	Offering Price \$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

	0
	0
	25,000
	75,000
	65,000
	none
	0
Χ	300,000
Χ	100,000
	565,000

4. b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a.

Adjusted gross proceeds to the issuer:

\$19,435,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Estimate	Payments to	Estimated	Payments To
		Officers,	•	Others
	_	Directors, &	•	
	_	Affiliates	•	
Salaries and fees	_ x	240,000	•	
Product Certification Consultant			X	283,000
Engineering staff	_ x	120,000	X	307,000
Sales Staffing	_		X	110,000
Capital Management Fees			X	3,000,000
Web Site and Web Advertising			X	150,000
Publicist			X	120,000
Advertising Campaign	_		X	1,885,000
Office Startup Expenses			X	75,000
Factory Setup Expenses			X	3,552,000
Patent Costs	_		X	1,850,000
Test Equipment	-		X	312,000
Automotive Design and			X	600,000
Engineering Consultant	_			
Production tooling	_ _		X	750,000
Purchase of real estate				
Purchase, rental or leasing and	_			
installation of machinery and				
equipment				
Research and Development			X	146,000

Construction or leasing of plant	-	X	1,500,000	
buildings and facilities Acquisition of other businesses				
(including the value of securities				
involved in this offering that may				
be used in exchange for the				
assets or securities of another				
issuer pursuant to a merger)				
Repayment of indebtedness Working capital		Х	2,000,000	
Other				
(specify):		X	2 000 000	
Reserves		^	3,000,000	
Column Totals	\$360,000		\$19,640,000	
Total Payments Listed (column totals add			\$20,000,000	
Total Payments Listed (Column totals add	leu		\$20,000,000	
D.	FEDERAL SIGNATURE	00000000000000000000000000000000000000		en 1944 e p ^o - Samton do consider sin sido del 14 conse
Securities and Exchange Commission, upon any non-accredited investor pursuant to paragraphs.	written request of its staff			
	written request of its staff		rmation furnished by tl	ne issuer
Securities and Exchange Commission, upon any non-accredited investor pursuant to para	written request of its staff graph (b)(2) of Rule 502.		rmation furnished by tl	ne issuer
Securities and Exchange Commission, upon any non-accredited investor pursuant to parallessuer (Print or Type) Eco-Fueler Corporation	written request of its staff graph (b)(2) of Rule 502. Signature Title of Signer (Prir	the info	rmation furnished by the Date 12/24/20	ne issuer
Securities and Exchange Commission, upon any non-accredited investor pursuant to paragrams. Issuer (Print or Type) Eco-Fueler Corporation	written request of its staff graph (b)(2) of Rule 502. Signature	the info	rmation furnished by the Date 12/24/20	ne issuer
Securities and Exchange Commission, upon any non-accredited investor pursuant to paragraph and the second s	written request of its staff graph (b)(2) of Rule 502. Signature Title of Signer (Prir Chief Financial Off	the info	rmation furnished by the Date 12/24/20	ne issuer
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Securities and Exchange Commission, upon any non-accredited investor pursuant to paragraph of the paragraph	Signature Signature Title of Signer (Prir Chief Financial Off ATTENTION ons of fact constitute for U.S.C. 1001.)	at or Type	Date 12/24/200	04

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
	C. P.	12/24/2004
Eco-Fueler Corporation	Jet Je	
Name of Signer (Print or Type)	Title (Print or Type)	
	Chief Financial Officer	We will be a second of the sec
Jerry W. Hendricks	727000 44000	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 3 4 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes No AL ΑK ΑZ AR CA X \$20,000,000 25,000 X 0 CO CT DE

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